## BARTELS WILLIAMS H Form 4 December 10, 2002

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| [ ]                       | Check box if no longer may continue. See Instru |                         | . Form 4 or Form | n 5 obligations |  |  |  |  |
|---------------------------|---|-------------------------|------------------|-----------------|--|--|--|--|
| 1.                        | Name and Address of Reporting Person*           |                         |                  |                 |  |  |  |  |
|                           | Bartels   | William                 | Н.               | Н.              |  |  |  |  |
|                           | (Last)  | (First)                 | (Middle)         |                 |  |  |  |  |
|                           | c/o SPAR Group, Inc.<br>580 White Plains Road   |                         |                  |                 |  |  |  |  |
|                           |   | (Street)                |                  |                 |  |  |  |  |
|                           | Tarrytown                                       | New York                | 10591            |                 |  |  |  |  |
|                           | (City)  | (State)                 | (Zip)            |                 |  |  |  |  |
| 2.                        | 2. Issuer Name and Ticker or Trading Symbol     |                         |                  |                 |  |  |  |  |
| SPAR Group, Inc. ("SGRP") |   |                         |                  |                 |  |  |  |  |
| 3.                        | IRS Identification Numbe                        | er of Reporting Person, | , if an Entity ( | (Voluntary)     |  |  |  |  |
| 4.                        | Statement for Month/Day/                        | /Year                   |                  |                 |  |  |  |  |
|                           | December 5, 2002                                |                         |                  |                 |  |  |  |  |
| 5.                        | If Amendment, Date of Or                        | riginal (Month/Year)    |                  |                 |  |  |  |  |

| 6.    | Relationship (Check all ap   | of Reporting Pe<br>plicable)            | rson to Issue                  | er                       |  |                     |    |                                     |
|-------|--|---|--------------------------------|--------------------------|--|---------------------|----|-------------------------------------|
|       | [X] Director   | (give title bel                         | ow)                            | [X] 10% Owne             |  | w)                  |    |                                     |
|       |  |   | Vice Chairmar                  | n<br>-                   |  |                     |    |                                     |
| 7.    | 7. Individual or Joint/Group Filing (Check applicable line)  [X] Form filed by one Reporting Person  [] Form filed by more than one Reporting Person |   |                                |                          |  |                     |    |                                     |
| ====  |  |   | ive Securitie<br>eneficially ( | es Acquired, Di          | sposed of,   |                     |    |                                     |
|       | le of Security<br>str. 3)  | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | Execution Date, if any         | 3.<br>Transaction        | 4. Securities Acquire Disposed of (D) (Instr. 3, 4 and |                     | 5) | 5.<br>Amount<br>Securi<br>Benefi    |
|       |  |   |                                | (Instr. 8)<br><br>Code V |  | (A)                 |    | Owned<br>of Mon<br>(Instr<br>and 4) |
| value | on Stock, par<br>e \$.01   | 12/5/2002                               |                                | Р                        |  |                     |    |                                     |
| Commo | on Stock, par<br>e \$.01   |   |                                |                          |  |                     |    | 5,227,                              |
|       | on Stock, par<br>e \$.01   |   |                                |                          |  |                     |    | 1,                                  |
| ====  |  |   |                                |                          | =======  | ======              |    | ======                              |
|       |  |   |                                |                          | Pa   | ge 1 of 2<br>(Over) |    |                                     |
| FORM  | 4 (continued)  |   |                                |                          |  | (Over)              |    |                                     |
| Table |  | tive Securities                         |                                |                          |  | y Owned             |    |                                     |

| 1. Title of Derivative Security (Instr. 3) | Secur- | 3. Trans- action Date (Month/ | 3A. Deemed Execution Date, if any (Month/Day Year) | 4. Trans- action Code (Instr. 8) Code V | or Disof(D) (Instrument) 4 and | tive<br>ties<br>red (A)<br>sposed | (Month/D | on Date Pay/Year) Expiration | 7. Title and of Under Securitie (Instr. | lying<br>es<br>3 and 4) |
|--|--------|-------------------------------|--|---|--------------------------------|-----------------------------------|----------|------------------------------|---|-------------------------|
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |
|  |        |                               |  |   |                                |                                   |          |                              |   |                         |

### Explanation of Responses:

- (1) Includes 250,000 shares owned by Stella Bartels.
- (2) Owned as beneficiary under WHB Services, Inc. Defined Benefit Trust.

/s/ Lawrence David Swift 12/5/02

\*\*Signature of Reporting Person Date

Lawrence David Swift, as attorney-in-fact under

Confirming Statement dated July 15, 1999.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction  $4\,(b)\,(v)$  .

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note:

File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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